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SURFACE TRANSPURTATION BOARD

FIRST UNION RAIL

One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018

Tel. 847.318.7575 Fax. 847.318.7588



Ms. Anne K. Quinlan Surface Transportation Board 395 E Street, S.W., Suite 100 Washington, DC 20024

Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation

One O'Hare Centre 6250 River Road, Suite 5000

D COSTO

Rosemont, IL 60018

Lessee: H.J. Baker & Bro., Inc.

228 Saugatuck

Westport, CT 06880

A description of the railroad equipment covered by the enclosed document is for fourteen (14) 5150 cu. ft. capacity covered hopper cars; having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely.

Marcia Dunne

Senior Rail Documentation Specialist

Enclosure (HJBB004)

ASSGN. NO.: HJBB004

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MEMORANDUM OF LEASE

| THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the Carolina corporation, and H.J. Baker & Bro., Inc. ("Lessee"), a Delaware corporation ("Lessor"), a North Carolina corporation, and H.J. Baker & Bro., Inc. ("Lessee"), a Delaware corporation. WITNESSETH: The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of Called Nor 1 to the Lesse (the "Ride"), as described in more particular on Exhibit A attached hereto, effective as of August 30, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider. IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written. LESSOR: FIRST LINION RAIL CORPORATION By: VICE PRESIDENT SARANDA OF THE SARANDA OF T | MEMON CONTRACTOR | SURFACE I HANDPUKIA HON BOARD |
|--|--|--|
| The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of Lessee Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of Lessee Lessee Lessee Certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 30, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider. IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written. LESSOR: FIRST LINION BAIL CORPORATION By: WICE PRESIDENT SALES THE LESSOR Title: Name: WICE PRESIDENT SALES TO LOCUMENTATION Executed on this May of Lessee. [CORPORATE SEAL] STATE OF LLINOIS COUNTY OF A Notary Public of the County and State aforesaid, certify that RICHARD E SENDOW personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of Ostoles. Notary Public | day of (Scholer, 2009, by an | "Memorandum") is made and entered into as of this the had between First Union Rail Corporation ("Lessor"), a North |
| ATTEST: Name: K.A. Dombrosky Title: Director of Down entranson Executed on this Manage of Locate of Lase (Lase (Lase (Lase (Title "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 30, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider. IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written. LESSOR: FIRST LINION RAIL CORPORATION By: VICE PRESIDENT SALE (A) Title: Director of Down entranson Executed on this Manage (Lase | <u>w</u> <u>1</u> | INESSEIH: |
| LESSOR: FIRST LINION BAIL CORPORATION By: VICE PRESIDENT SALES OF COUNTY OF COOL 1, SUBAN GROKUSKY 1, SUBAN GROKUSKY 1, SUBAN GROKUSKY Certify that RICHARD F SCHNOWL personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of Ottole, 201. STATE OF OTTOLES WITNESS my hand and official stamp or seal, this day of Ottole, 201. STATE OF OTTOLES WITNESS my hand and official stamp or seal, this day of Ottole, 201. STATE OF OTTOLES WITNESS my hand and official stamp or seal, this day of Ottole, 201. | as of <u>September 23</u> , <u>0409</u> , whereby Rider No. 1 to the Lease (the "Rider"), as describ | Lessor has agreed to lease to Lessee certain railcars pursuant to ed in more particular on Exhibit A attached hereto, effective as |
| FIRST LINION BAIL CORPORATION By: VICE PRESIDENT SALVA STATE Name: W. A. Dambrowsky Title: Diegraph of Documentation Executed on this It day of Cuthur 2009. [CORPORATE SEAL] STATE OF ILLINOIS COUNTY OF COOK 1, SUSAN GROKUSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SENMON personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of Ottolur, 2007. Summand Cuthurky Notary Public | | |
| Name: RIGARIA STATES By: VICE PRESIDENT SALES STATE OF DOCUMENTATION Executed on this day of Cathury 2009. [CORPORATE SEAL] STATE OF ILLINOIS COUNTY OF COOL I, SUSAN GROKUSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E SENDON personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of Oateller, 2007. Suman Grabulsky Notary Public | L | ESSOR: |
| By: Title: Name: K. A. Dombrowski Title: Director of Docum entranson Executed on this May of Octhor 2009. [CORPORATE SEAL] STATE OF ILLINOIS COUNTY OF COOL I, SUSAN GROKUSKY, a Notary Public of the County and State aforesaid, certify that Richard & Sensol personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this Andrewsky Dotary Public Summanuscription. | ATTEST: | ()()()+() |
| [CORPORATE SEAL] STATE OF 114015 COUNTY OF | By: Shadwork T | VICE PRESIDENT SALES AND THE |
| STATE OF | Title: DIRECTOR OF DOCUMENTATION E | executed on this 1st day of Octhor 2009. |
| I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUL personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of Oddolus, 2007. Summa Grobulsky Notary Public | [CORPORATE SEAL] | ı |
| I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of Ootober, 2007. Susan Grokulsky Notary Public | STATE OF ILLINOIS | |
| acknowledged his/her due execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of day of | COUNTY OF COOK | |
| Susan Grobulsky Notary Public | acknowledged his/her due execution of the forego | ing Memorandum of Lease. |
| Susan Großerlsky Notary Public My Commission Expires: | WITNESS my hand and official stamp or | seal, this day of Ootolee, 2009. |
| | My Commission Expires: | Susan Grokulsky Notary Public |

8-14-2012— (Notary Public)

OFFICIAL SEAL
SUSAN GROKULSKY
NOTARY PUBLIC, STATE OF ALLHOIS
MY COMMISSION EXPIRES 8-14-2012

| E: |
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| | H.J. BAKER & BRO., INC. | |
|---|---|--|
| ATTEST: | By: wy 2 Aca | |
| | Name: MARK HOHNBAUM | |
| By: | Title: VICE PRESIDENT | |
| Name: | | |
| Title: | Executed on this 23d day of St. Phombs 1909. | |
| [CORPORATE SEAL] | | |
| STATE OF Arkarsas COUNTY OF Pilask. I, Janua fer Welch certify that Mark Hohnbarr acknowledged his/her due execution of the foreg | going Memorandum of Lease. | |
| WITNESS my hand and official stamp or seal, this 23 day of september, 2007. | | |
| Commission Expires: (Notary Public) | Notary Public JENNIFER WELCH MY COMMISSION # 12371747 EXPIRES June 25, 2019 Pulaski County For Mark Hohnbaum Cinl | |

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: 5150 cu. ft. capacity covered hopper cars (Car type C114).

CAR NUMBERS:

FURX 843571
FURX 843604
FURX 843609
FURX 843665
FURX 843674
FURX 843683
NDYX 515013
NDYX 515775
NDYX 515777
NDYX 515777
NDYX 515779
NDYX 515787
NDYX 515794
NDYX 516081